

16 November 2011



Name
Address
Address
Address

Windflow Technology Ltd
42-44 Mandeville St
Riccarton, Christchurch
PO Box 42-125,
Christchurch, New Zealand

T +64 3 365 8960
F +64 3 365 1402
E info@windflow.co.nz
| www.windflow.co.nz

Dear Shareholder,

Notice of Annual Meeting

Please find enclosed:

- (a) Notice of the 2011 Annual Meeting of Windflow Technology Limited to be held in Christchurch on Wednesday 30th November 2011 at 7:30 pm. The venue for the Annual Meeting will be Silks Lounge, Metropolitan Stand, Addington Events Centre, Twigger St, Addington, Christchurch.
- (b) RSVP and Proxy Forms along with a freepost envelope.

RSVP and Proxy Forms

Please return the RSVP by 5:00 pm on Thursday 24th November and/or Proxy Form by 7:30 pm on Monday 28th November using any one of the methods set out on the reverse of the Proxy Form. For planning purposes, we would appreciate an indication of numbers attending the Annual Meeting – **catering numbers will be based on the total RSVP's received by Thursday 24th November**. If you are unable to attend the Annual Meeting, please complete the Proxy Form.

Yours faithfully,
On behalf of the directors,

A handwritten signature in black ink that reads "Geoff Henderson". The signature is fluid and cursive, with a long horizontal flourish at the end.

Geoff Henderson
DIRECTOR/CEO

WINDFLOW TECHNOLOGY LIMITED

NOTICE OF ANNUAL MEETING

TIME AND DATE: 7:30 pm, Wednesday 30th November 2011
VENUE: Silks Lounge, Metropolitan Stand, Addington Events Centre,
Twigger St, Addington, Christchurch

A. WELCOME

B. APOLOGIES AND PROXIES

C. MINUTES OF THE LAST ANNUAL MEETING, HELD 27th OCTOBER 2010 AND MINUTES OF THE SPECIAL MEETING HELD 2nd NOVEMBER 2011

D. ANNUAL REPORT

To consider and adopt:

- the financial statements and the auditor's report
- the directors' report

for the year ended 30th June 2011 as contained in the Company's annual report.

E. ORDINARY RESOLUTIONS

To consider and if thought fit to pass, with or without amendment, the following ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders who are entitled to vote on the resolution and who exercise their right to vote.

1. Remuneration of Auditors

That the directors be authorised to fix the fees and expenses of PKF Goldsmith Fox Audit as the Company's auditors.

2. Directors

As required by the Constitution two directors, Heugh Kelly and Geoff Henderson are retiring by rotation. They, being eligible, have offered themselves for re-election. Please refer to page 48 of the Annual Report for a brief biography of each of the Directors.

- (i) That Heugh Kelly be re-elected as a director of Windflow Technology.
- (ii) That Geoff Henderson be re-elected as a director of Windflow Technology.

F. GENERAL BUSINESS

Please note: All shareholders have a right to attend the meeting and vote, or shareholders may appoint a proxy to attend the meeting and vote on his, her or their behalf. A proxy does not need to be a shareholder of the company. In the case of a company or body corporate shareholder, that shareholder has the right to appoint a representative to attend the meeting. To appoint a proxy please complete, sign and return the enclosed proxy form to Freepost 114982, PO Box 384, Ashburton 7740 or Fax to 03-308-1311 in either case so that the Company receives the proxy form by 7:30 pm on Monday 28th November 2011.

RSVP FORM

Name
Address
Address
Address

I will be attending the Annual Meeting at Silks Lounge, Metropolitan Stand, Addington Events Centre, Twigger St, Addington, Christchurch, at 7:30 pm on Wednesday 30th November 2011

Number attending: _____

I/we will not be attending and tender my/our apologies.

IF YOU ARE UNABLE TO ATTEND THE ANNUAL MEETING, PLEASE MAIL THE PROXY FORM IN THE FREEPOST ENVELOPE PROVIDED (Freepost 114982, PO Box 384, ASHBURTON 7740) OR FAX TO 03-308 1311 TO ARRIVE NO LATER THAN 7:30 pm ON MONDAY 28th NOVEMBER 2011.

ANNUAL MEETING PROXY FORM / ADMISSION CARD



(c) Wednesday 30 November 2011 at 7:30 pm at Silks Lounge, Metropolitan Stand, Addington Events Centre, Twigger St, Addington, Christchurch.

PROXY FORM / ADMISSION CARD

If you propose to ATTEND the Annual Meeting please bring this Admission Card / Proxy Form intact to the Meeting as the CRN number is required for registration at the meeting.

PROXY APPOINTMENT (FOR USE IF YOU ARE UNABLE TO ATTEND THE MEETING)

If you DO NOT propose to ATTEND the Annual Meeting please complete and sign the Proxy Form and Voting Instructions below (keep intact), and mail it, to be received by Windflow Technology Limited's share registry, Link, no later than 7:30 pm Monday 28 November 2011. You can also appoint your proxy and vote on the resolutions below online, as per the instructions on the reverse of this card. The "Chairperson of the Meeting" is willing to act as proxy for any shareholder who wishes to appoint him for that purpose.

I/We being a shareholder(s) of Windflow Technology Limited:

Hereby appoint

Or failing that person

of

(full name of proxy)

(full address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Wednesday 30 November 2011 at 7:30 pm and at any adjournment of that meeting.

VOTING INSTRUCTIONS

Ordinary Business: This form is to be used to vote as follows on the following resolutions:		Tick (✓) in box to vote			
		For	Against	Abstain	Discretion
Resolutions:					
D.	Directors' Report and Accounts That the Financial Statements for the year ended 30th June 2011 and the Reports of the Directors and Auditors be adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
E	Auditors				
1.	To authorise the Directors to fix the fees and expenses of the Auditors for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Election of Directors				
(i)	That Heugh Kelly be re-elected as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(ii)	That Geoff Henderson be re-elected as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy may vote as he/she thinks fit or abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

Signed this _____ day of _____ 2011

Signature / s _____

All shareholders must sign

Contact name

Daytime contact number:

NOTES:

- 1 A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder.
 - 2 This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing. In the case of a joint shareholding, this Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.
 - 3 This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions below, not later than 7:30 pm on Monday 28 November 2011.
 - 4 If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting.
 - 5 If you have any questions regarding your voting please call the Link Market Services helpline on +64 9 375 5998.
-

PLEASE RETURN YOUR COMPLETED PROXY FORM TO LINK MARKET SERVICES LIMITED, IN ONE OF THE FOLLOWING WAYS:

Mail: If mailing Proxy Form from within New Zealand, please use the reply-paid envelope provided.

If mailing Proxy Form from outside New Zealand, place in an envelope, address to Link Market Services Limited, PO Box 384, Ashburton 7740, New Zealand and affix the necessary postage from the country of mailing.

Deliver: Link Market Services Limited, 138 Tancred Street, Ashburton.

Fax: 03 308 1311 or 09 375 5990

Scan and email: Lmsenquiries@linkmarketservices.com
(please put the words "*Windflow Proxy Form*" in the subject line for easy identification).